

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u>	)	Case No. 01-1139 (JKF)
	)	Jointly Administered
)	
Debtors.	)	Objection Date: March 15, 2005 at 4:00 p.m.
	)	Hearing: Scheduled if Necessary (Negative Notice)

**NOTICE OF FILING OF
SIXTH MONTHLY INTERIM APPLICATION OF
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE**

TO: (1) The Debtors; (2) Counsel to the Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Asbestos Personal Injury Claimants; (5) Counsel to the Official Committee of Asbestos Property Damage Claimants; (6) Counsel to the Official Committee of Equity Holders; (7) Counsel to the Debtors-in-Possession Lender; and (8) the Fee Auditor

David T. Austern, Future Claimants' Representative (the "FCR"), has filed and served his Fourth Monthly Application for Compensation for Services Rendered and Reimbursement of Expenses for the time period October 1, 2004 through October 31, 2004 seeking payment of fees in the amount of \$7,440.00 (80% of \$9,300.00) and \$39.00 in expenses (the "Application") for a total of \$7,479.00.

This Application is submitted pursuant to this Court's Administrative Order, as Amended, Under 11 U.S.C. Sections 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated April 17, 2002 (the "Administrative Order").

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824

Market Street, Fifth Floor, Wilmington, DE 19801, on or before **March 15, 2005 at 4:00 p.m.**,

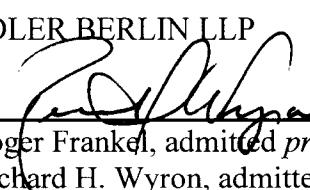
Eastern Time.

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) David T. Austern, FCR for W.R. Grace & Co., c/o Claims Resolution Management Corporation, 3110 Fairview Park Drive, Suite 200, Falls Church, VA 22042-0683; (ii) co-counsel to David T. Austern, FCR, Roger Frankel, Esquire, Richard H. Wyron, Esquire, Swidler Berlin LLP, 3000 K Street, NW, Suite 300, Washington, DC 20007 and John C. Phillips, Jr., Esquire, Phillips Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806; (iii) co-counsel for the Debtors, David M. Bernick, Esquire, Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, IL 60601 and Laura Davis Jones, Esquire, Pachulski, Stang, Ziehl, Young & Jones, P.C., 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (iv) co-counsel to the Official Committee of Unsecured Creditors, Lewis Kruger, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 1100 N. Market Street, Suite 1200, Wilmington, DE 19801-1246; (v) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Blizin, Sumberg, Dunn, Baena, Price & Axelrod, First Union Financial Center, 200 South Biscayne Boulevard, Suite 2500, Miami, FL 33131 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (vi) co-counsel to the Official Committee of Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Caplin & Drysdale, 399 Park Avenue, 36th Floor, New York, NY 10022 and Mark Hurford, Esquire, Campbell & Levine, LLC, Chase Manhattan Centre, 15th Floor, 1201 Market Street, Suite 1500, Wilmington, DE 19801; (vii) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite

5800, Chicago, IL 60606 and Steven M. Yoder, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899; (viii) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022; (ix) the Office of the United States Trustee, ATTN: Frank J. Perch, Esquire, 844 N. King Street, Wilmington, DE 19801; and (x) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Suite 4080, Dallas, TX 75201.

Any questions regarding this Notice or attachments may be directed to the undersigned counsel.

SWIDLER BERLIN LLP

By: 

Roger Frankel, admitted *pro hac vice*
Richard H. Wyron, admitted *pro hac vice*
3000 K Street, NW, Suite 300
Washington, DC 20007
(202) 424-7500

Counsel to David T. Austern,
As Future Claimants' Representative

Dated: February 23, 2005

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
W.R. GRACE & CO., et al.	)	Case No. 01-1139 (JKF)
	)	Jointly Administered
)	
Debtors.	)	Objection Date: March 15, 2005 at 4:00 p.m.
	)	Hearing: Scheduled if Necessary (Negative Notice)

**COVER SHEET TO SIXTH MONTHLY INTERIM APPLICATION OF
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
OCTOBER 1, 2004 THROUGH OCTOBER 31, 2004**

Name of Applicant:	David T. Austern, Future Claimants' Representative ("FCR")
Authorized to Provide Professional Services to:	the Debtors
Date of Retention:	May 25, 2004 (appeal pending in the United States District Court for the District of Delaware)
Period for which compensation is sought:	October 1, 2004 through October 31, 2004
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$9,300.00
80% of fees to be paid:	\$7,440.00 ¹
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 39.00
Total Fees @ 80% and 100% Expenses:	\$7,479.00

¹ Pursuant to the Administrative Order, as Amended dated April 17, 2002, absent timely objections, the Debtor is authorized and directed to pay 80% of fees and 100% expenses.

This is an: interim monthly final application.

The total time expended for fee application preparation during this time period is 0.00 hours and the corresponding fees are \$0.00 and expenses are \$0.00. The time spent for this matter will be requested in subsequent monthly interim applications.

This is the FCR's sixth interim fee application for the period October 1-31, 2004; the FCR's fifth interim fee application for the period September 1-30, 2004, in the amount of \$4,280.00 (80% of \$5,350.00) and \$256.00 in expenses was filed on November 15, 2004; the FCR's fourth interim fee application for the period August 1-31, 2004, in the amount of \$7,640.00 (80% of \$9,550.00) and \$7.00 in expenses was filed on November 15, 2004; the FCR's third interim fee application for the period July 1-31, 2004, in the amount of \$1,000.00 (80% of \$1,250.00) and \$10.00 in expenses was filed on November 15, 2004; the FCR's second interim fee application for the period June 1-30, 2004 was filed on September 1, 2004, in the amount of \$1,600.00 (80% of \$2,000.00) and \$14.00 in expenses; the FCR's first interim fee application for the period May 25-31, 2004 was filed on September 1, 2004, in the amount of \$5,560.00 (80% of \$6,950.00) and \$14.00 in expenses.

COMPENSATION SUMMARY

OCTOBER 2004

Name of Professional Person	Position of Applicant	Hourly Billing Rate	Total Billed Hours	Total Compensation
David T. Austern	Future Claimants' Representative	\$500.00	18.60	\$9,300.00
Grand Total:			18.60	
Blended Rate:				\$500.00

Total Fees: \$9,300.00
Total Hours: 18.60
Blended Rate: \$ 500.00

COMPENSATION BY PROJECT CATEGORY

OCTOBER 2004

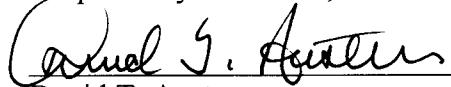
Project Category	Total Hours	Total Fees
Insurance	18.60	\$9,300.00
TOTAL	18.60	\$9,300.00

EXPENSE SUMMARY

OCTOBER 2004

<u>Expense Category</u>	<u>Total</u>
Parking	\$39.00
TOTAL	\$39.00

Respectfully submitted,



David T. Austern

Claims Resolution Management Corporation
3110 Fairview Park Drive, Suite 200
Falls Church, VA 22042-0683
(703) 205-0835

Dated: February 18, 2005

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u>)	Case No. 01-1139 (JKF)
)	Jointly Administered
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Debtors.)	
)	

VERIFICATION

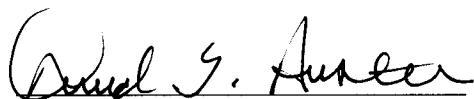
STATE OF VIRGINIA

FAIRFAX COUNTY, TO WIT:

David T. Austern, after being duly sworn according to law, deposes and says:

1. I am the Future Claimants' Representative appointed by the Court in this case.
2. I personally performed the work as set forth in the attached Exhibit A.

3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.



DAVID T. AUSTERN

SWORN AND SUBSCRIBED TO BEFORE ME

THIS 18th DAY OF FEBRUARY, 2005



Notary Public

My commission expires: 7-31-06

EXHIBIT A**DAVID T. AUSTERN/W.R. GRACE & CO.****OCTOBER 2004****FEE SUMMARY**

Date	Services	Hours	Rate	Total
10/4/04	Meeting re: Grace insurance with S. Levitt, R. Frankel, R. Wyron and others	1.50	\$500.00	\$750.00
10/7/04	Meeting with [REDACTED] re: settlement	.80	\$500.00	\$400.00
10/8/04	Telephone conference ("T/C") with [REDACTED] re settlement (.2); T/C [REDACTED] re: settlement (.1); T/C [REDACTED] re [REDACTED] [REDACTED] (.2); T/C Frankel re settlement (.1); T/C [REDACTED] re settlement (.2)	.80	\$500.00	\$400.00
10/11/04	Series of telephone calls re settlement and scheduling of meeting with [REDACTED] (.1); [REDACTED] (.2); [REDACTED] (.1); [REDACTED] (.2); Frankel (.1); [REDACTED] (.2); [REDACTED] (.2)	1.10	\$500.00	\$550.00
10/12/04	Meeting with R. Frankel and R. Wyron re settlement terms	.50	\$500.00	\$250.00
10/14/04	Settlement meeting with [REDACTED], [REDACTED] [REDACTED] [REDACTED] [REDACTED], [REDACTED]	5.80	\$500.00	\$2,900.00
10/15/04	T/C with R. Frankel re settlement (.6); T/C with [REDACTED] and R. Frankel re: settlement (.8)	1.40	\$500.00	\$700.00
10/19/04	Preparation of e-mails for positions and scheduling of 10/20 conference calls (.8); T/C Frankel re terms (.2); review of Grace positions and financials (1.1)	2.10	\$500.00	\$1,050.00
10/20/04	T/C with [REDACTED], [REDACTED] [REDACTED] [REDACTED] [REDACTED], [REDACTED] R. Frankel and others re: settlement	.30	\$500.00	\$150.00

<u>Date</u>	<u>Services</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
10/21/04	Review of Elliot Associates objection (.2); review of Grace proposal and 3 rd Quarter earnings (.7)	.90	\$500.00	\$450.00
10/26/04	T/C R. Frankel re previous day's hearing (.2); T/C [REDACTED] re strategy (.2); T/C [REDACTED] re settlement (.1); T/C with [REDACTED], [REDACTED] and others re settlement (.6); T/C Frankel re previous call (.1)	1.20	\$500.00	\$600.00
10/28/04	T/C J. Radecki, R. Frankel, R. Wyron (.3); T/C with [REDACTED] [REDACTED] (.7); review of settlement proposals and terms (.6)	1.60	\$500.00	\$800.00
10/29/04	Review of target letters to Grace from Justice Department and subpoenas plus Grace press release (.3); review of federal statutes (.3)	.60	\$500.00	\$300.00
TOTAL		18.60		\$9,300.00

EXPENSE SUMMARY

DAVID T. AUSTERN/W.R. GRACE & CO.

OCTOBER 2004

<u>Date</u>	<u>Expense</u>	<u>Description</u>
10/04/04	\$14.00	Parking
10/07/04	\$ 8.00	Parking
10/14/04	\$17.00	Parking

CERTIFICATE OF SERVICE

I, DEBRA O. FULLEM, do hereby certify that I am over the age of 18, and that on February 23, 2005, I caused the *Notice, Sixth Monthly Interim Application of David T. Austern, Future Claimants' Representative for Compensation for Services Rendered and Reimbursement of Expenses for the time period October 1, 2004 through October 31, 2004, Verification and Exhibit A*, to be served upon those persons as shown on the attached Service List in the manner set forth therein.



Debra O. Fullem, Senior Legal Assistant
Swidler Berlin LLP

SERVICE LIST

Federal Express

Laura Davis Jones, Esquire
David W. Carickhoff, Jr., Esquire
Pachulski, Stang, Ziehl, Young & Jones P.C.
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705

Regular Mail

Vito I. DiMaio
Parcels, Inc.
10th & King Streets
P.O. Box 27
Wilmington, DE 19899

Federal Express

Frank J. Perch, Esquire
Office of the United States Trustee
844 King Street, Room 2311
Wilmington, DE 19801

Federal Express and Email: feeaudit@whsmithlaw.com

Warren H. Smith
Warren H. Smith & Associates
Republic Center
325 N. St. Paul
Suite 1275
Dallas, TX 75201

Federal Express and E-mail: william.sparks@grace.com

(W.R. Grace & Co.)
David B. Siegel
W.R. Grace and Co.
7500 Grace Drive
Columbia, MD 21044

E-mail: syoder@bayardfirm.com

(Local Counsel to DIP Lender)
Steven M. Yoder, Esquire
The Bayard Firm

E-mail: meskin@del.camlev.com

(Local Counsel to Asbestos Claimants)
Marla Eskin, Esquire
Campbell & Levine, LLC

E-mail: ttacconelli@ferryjoseph.com

(Counsel for Property Damage Claimants)
Theodore Tacconelli, Esquire
Ferry & Joseph, P.A.

E-mail: mlastowski@duanemorris.com

(Counsel to Official Committee of Unsecured Creditors)
Michael R. Lastowski, Esquire
Duane, Morris & Heckscher LLP

E-mail: currier@klettrooney.com

(Counsel for Official Committee of Equity Holders)
Teresa K.D.Currier, Esquire
Klett Rooney Lieber & Schorling

E-mail: james_kapp@chicago.kirkland.com

(Counsel to Debtor)
James H.M. Sprayregen, P.C.
James Kapp, III, Esquire
Kirkland & Ellis

E-mail: pvn1@capdale.com

(Official Committee of Personal Injury Claimants)
Elihu Inselbuch, Esquire
Caplin & Drysdale, Chartered

E-mail: rserrette@stroock.com

(Official Committee of Unsecured Creditors)
Lewis Kruger, Esquire
Stroock & Stroock & Lavan LLP

E-mail: jsakalo@bilzin.com

(Official Committee of Property Damage Claimants)

Scott L. Baena, Esquire

Bilzin Sumberg Dunn Baena Price & Axelrod LLP

E-mail: david.heller@lw.com and carol.hennessey@lw.com

(Counsel to DIP Lender)

J. Douglas Bacon, Esquire

Latham & Watkins

E-mail: pbentley@kramerlevin.com

(Counsel to Official Committee of Equity Holders)

Philip Bentley, Esquire

Kramer Levin Naftalis & Frankel LLP